UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re   :   **Chapter 11 Case No.**
                                                          :
LEHMAN BROTHERS HOLDINGS INC., *et al.*,   :   **08-13555 (JMP)**
                                                          :
                                        Debtors.   :   **(Jointly Administered)**
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ORDER GRANTING FINAL APPLICATIONS FOR ALLOWANCE OF
COMPENSATION FOR PROFESSIONAL SERVICES PERFORMED AND
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED FOR
THE PERIOD OF SEPTEMBER 15, 2008 THROUGH MARCH 6, 2012

Upon consideration of the applications (collectively, the "**Final Applications**") for

allowance of final compensation for professional services performed and reimbursement of

actual and necessary expenses incurred during the period from September 15, 2008 through

March 6, 2012 (the "**Final Application Period**"), pursuant to sections 330 and 331 of title 11 of

the United States Code (the "**Bankruptcy Code**") and Rule 2016 of the Federal Rules of

Bankruptcy Procedure, filed by the professionals listed on **Schedule A** annexed hereto (the

"**Retained Professionals**"), and upon consideration of the recommended deductions (the

"**Recommended Deductions**") from fees and expenses made by the Fee Committee in these

Chapter 11 cases ("**Fee Committee**"), and having considered the *Fee Committee's Summary*

Report on Uncontested Final Fee Applications for Hearing on November 8, 2012 [Docket No.

31851] (the "**Fee Committee Report**"); and a hearing having been held before this Court to

consider the Final Applications; it appearing that the Court has jurisdiction over this matter

pursuant to 28 U.S.C. §§ 157 and 1334; it appearing that this proceeding is a core proceeding

pursuant to 28 U.S.C. § 157(b)(2); and after due notice pursuant to the second amended order

entered on June 17, 2010 governing case management and administrative procedures [Docket

No. 9635]; and there being no objections to the allowance of the amounts set forth on Schedule

A, incorporating the Fee Committee's Recommended Deductions as provided in the Fee

Committee Report; and, after due consideration and upon all of the proceedings had before the

Court, and sufficient cause appearing therefor, it is hereby

ORDERED:

1. The Final Fee Applications of the Retained Professionals are granted to the extent

    provided in Schedule A.

2. Final compensation to the Retained Professionals for professional services

    performed during the Final Application Period is allowed and awarded in the

    amounts set forth on Schedule A in the column entitled "Fees Allowed" pursuant

    to section 331 of the Bankruptcy Code.

3. Reimbursement to the Retained Professionals for expenses incurred during the

    Final Application Period is allowed and awarded in the amounts set forth on

    Schedule A in the column entitled "Expenses to be Paid for Final Fee Period."

4. Pursuant to this order, the Debtors are authorized and directed to pay the "Fees

    Allowed" and the "Expenses to be Paid for Final Fee Period," which amounts are

    totaled in **Schedule B** in the columns entitled "Total Fees Paid" and "Total

    Expenses Paid," to the respective Retained Professionals, but only to the extent

    not previously paid pursuant to the order dated April 14, 2011 governing interim

    compensation in these cases [Docket No. 15997].

5. The Court retains jurisdiction with respect to all matters arising from or related to

implementation of this Order.

Dated: New York, New York
        December 5, 2012

                               _s/ James M. Peck_____
                               HONORABLE JAMES M. PECK
                               UNITED STATES BANKRUPTCY JUDGE

SCHEDULE A

FINAL FEE PERIOD
(September 15, 2008 Through March 6, 2012)

Case No.: 08-13555 (JMP) (Chapter 11)
Case Name: In re Lehman Brothers Holdings, Inc., *et al.*

Applicant	Date/ Document Number of Application	Final Fees Requested on Application ($)	Fees Allowed ($)	Fees to be Paid for Final Fee Period ($)	Fees to be Paid for Prior Fee Period(s) (if any) (Including Fees Held Back) ($)	Total Fees to be Paid ($)	Final Expenses Requested ($)	Expenses to be Paid for Final Fee Period[1] ($)
Fried, Frank, Harris, Shriver & Jacobson LLP[2]	06/29/2012 [29138]	877,088.50	873,634.90	241,709.26	0.00	241,709.26	36,837.33	35,476.66
Gianni, Origoni, Grippo, Cappelli & Partners[3]	07/23/2012 [29584]	229,364.62	217,853.34	217,853.34	0.00	217,853.34	12,761.00	12,761.00
Kramer Levin Naftalis & Frankel LLP[4]	07/05/2012 [29218]	201,934.80	199,857.36	7,004.66	0.00	7,004.66	4,594.53	4,572.53

Schedule A   **Dated: December 5, 2012**   **INITIALS: *JMP*, USBJ**

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[1] Pursuant to the Court's *Fourth Amended Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* [Docket No. 15997], professionals receive 100% of the payments requested as reimbursement for expenses incurred for Interim Applications. Reductions to the expenses requested will result in the professional receiving more than it should have for expenses for the Final Application Period. This amount will be deducted from the Fees to be Paid.

[2] Period covered by Final Fee Application is March 1, 2011 through March 31, 2011 and June 1, 2011 through March 6, 2012.

[3] Period covered by Final Fee Application is July 1, 2010 to March 5, 2012.

[4] Period covered by Final Fee Application is January 1, 2011 to March 6, 2012.

SCHEDULE B

CUMULATIVE FEE APPLICATIONS
(September 15, 2008 Through and Including March 6, 2012)

Case No.: 08-13555 (JMP) (Chapter 11)
Case Name: In re Lehman Brothers Holdings, Inc., *et al.*

Applicant	Total Fees Requested ($)	Total Fees Paid (including amounts to be paid pursuant to this Order) ($)	Total Expenses Requested ($)	Total Expenses Paid (including amounts to be paid pursuant to this Order) ($)
Fried, Frank, Harris, Shriver & Jacobson LLP	877,088.50	873,634.90	36,837.33	35,476.66
Gianni, Origoni, Grippo, Cappelli & Partners[5]	229,364.62	217,853.34	12,761.00	12,761.00
Kramer Levin Naftalis & Frankel LLP	214,141.05	199,857.36	4,703.15	4,572.53

Schedule B   **Dated: December 5, 2012**   **INITIALS: *JMP*, USBJ**

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[5]   Period covered by Final Fee Application is July 1, 2010 to March 5, 2012.